



COMBINED SUPPLEMENTAL DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address, and citizenship are as stated below next to my name;

I BELIEVE I AM THE ORIGINAL, FIRST, AND SOLE INVENTOR (if only one name is listed below) OR AN ORIGINAL, FIRST, AND JOINT INVENTOR (if more than one name is listed below) OF THE SUBJECT MATTER WHICH IS CLAIMED AND FOR WHICH A PATENT IS SOUGHT ON THE INVENTION

Entitled: **SYSTEM AND METHOD FOR AN INDEPENDENT RETAILER BUSINESS-TO-BUSINESS MARKET EXCHANGE** the specification of which:

(check is attached hereto:
one)

was filed on April 12, 2001 as

Application Serial No. 09/834,382 and

and was amended on

(if applicable)

RECEIVED

FEB 19 2002

Technology Center 2100

I HAVE REVIEWED AND UNDERSTAND THE CONTENTS OF THE ABOVE-IDENTIFIED SPECIFICATION, INCLUDING THE CLAIMS, AS AMENDED BY ANY AMENDMENT REFERRED TO ABOVE:

I ACKNOWLEDGE THE DUTY TO DISCLOSE INFORMATION WHICH IS MATERIAL TO THE PATENTABILITY OF THIS APPLICATION IN ACCORDANCE WITH TITLE 37, CODE OF FEDERAL REGULATIONS, Sec. 1.56(a) which states: "A patent by its very nature is affected with a public interest. The public interest is best served, and the most effective patent examination occurs when, at the time an application is being examined, the Office is aware of and evaluates the teachings of all information material to patentability. Each individual associated with the filing and prosecution of a patent application has a duty of candor and good faith in dealing with this Office, which includes a duty to disclose to the Office all information known to that individual to be material to patentability as defined in this section. The duty to disclose information exists with respect to each pending claim until the claim is cancelled or withdrawn from consideration, or the application becomes abandoned".

I hereby claim foreign priority benefits under Title 35, United States Code Sec. 119 and/or Sec. 365 of any foreign application(s) for patent or inventor's certificate as indicated below and have also identified below any foreign application for patent or inventor's certificate on this invention having a filing date before that of the application on which priority is claimed:

COUNTRY/INTERNATIONAL	APPLICATION NUMBER	DATE OF FILING (Day, Month, Year)	PRIORITY CLAIMED
PCT	US01/10614	April 2, 2001	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

I hereby claim the benefit under Title 35, United States Code § 119(e) of any United States provisional application(s) listed below.

APPLICATION NUMBER	DATE OF FILING	STATUS
60/195,716	April 7, 2000	

I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, § 112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations § 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

APPLICATION NUMBER	DATE OF FILING	STATUS
None		

COMBINED DECLARATION AND POWER OF ATTORNEY

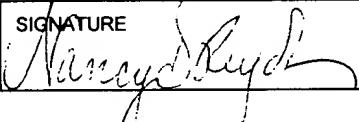
(continued)

I HEREBY APPOINT THE FOLLOWING AS OUR ATTORNEYS WITH FULL POWER OF SUBSTITUTION TO PROSECUTE THIS APPLICATION AND TRANSACT ALL BUSINESS IN THE PATENT AND TRADEMARK OFFICE CONNECTED THEREWITH:

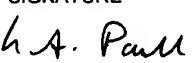
W. Keith Turner Allen H. Uzzell Timothy J. Hadlock	REGISTRATION NO. 26,816 27,602 35,531	ASSOCIATE POWER OF ATTORNEY ATTACHED Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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SEND CORRESPONDENCE TO: Timothy J. Hadlock
ChevronTexaco Corporation
Law Department
Intellectual Property Unit
P.O. Box 6006
San Ramon, CA 94583-0806

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

FULL NAME OF SOLE OR FIRST JOINT INVENTOR Nancy D. Reyda	SIGNATURE 	DATE 12/10/01
RESIDENCE 216 Erselia Trail Alamo, CA 94507		CITIZENSHIP U.S.A.

POST OFFICE ADDRESS (same as above)		
FULL NAME OF SECOND JOINT INVENTOR, IF ANY Kelly Heiderich-Lee	SIGNATURE 	DATE 12/17/01
RESIDENCE 147 Canyon Lakes San Ramon, CA 94583	CITIZENSHIP U.S.A.	

POST OFFICE ADDRESS (same as above)		
FULL NAME OF THIRD JOINT INVENTOR, IF ANY Eric A. Parnell	SIGNATURE 	DATE 12/17/01

RESIDENCE 11397 Bloomington Way Dublin, CA 94586		
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Please see attached continuation page for additional inventors.